



US EPA RECORDS CENTER REGION 5



463221

CYTEC INDUSTRIES INC.
Five Garret Mountain Plaza
West Paterson, NJ 07424
Tel: (973) 357-3100

MAY 01 2001

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Attorney
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April 30, 2001

VIA OVERNIGHT MAIL

United States Environmental Protection Agency
Deena Sheppard-Johnson, SR-6J
Remedial Enforcement Support Section
77 West Jackson Blvd.
Chicago, IL 60604

Re: Chemical Recovery Systems Site

Dear Ms. Sheppard-Johnson:

Enclosed you will find the certified original of Cytec Olean Inc.'s response to the request for information served by the United States Environmental Protection Agency pursuant to §104(e) of CERCLA upon Conap Inc. in the above referenced matter.

Very truly yours,

Thomas A. Waldman

TAW/sa
Enclosure

cc R. Green (w/enc)
T. Hardes (w/enc)
E.F. Jackman (w/o enc)
R.B. Tabakin (w/enc)

CYTEC OLEAN INC.'S (f/k/a Conap, Inc.) RESPONSE TO
USEPA'S SECTION 104(e) REQUEST FOR INFORMATION
CHEMICAL RECOVERY SYSTEMS SUPERFUND SITE – ELYRIA, OH

Cytec Olean Inc., formerly known as Conap, Inc. (hereinafter referred to as "Cytec Olean"), hereby provides its response to the Request for Information served upon it by the United States Environmental Protection Agency ("USEPA") pursuant to Section 104(e) of the Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA").

Cytec Olean objects to the USEPA's definition of the term "you, your or respondent" insofar as such definition includes "predecessors" or any other entity over which Cytec Olean has no control. Cytec Olean's responses to the USEPA's questions are provided on its on behalf only and Cytec Olean does not purport to answer or otherwise respond on behalf of any other entity.

QUESTIONS AND RESPONSES

QUESTION 1: Identify all persons consulted in the preparation of the answers to these questions.

RESPONSE: Thomas Hardes, Plant Environmental Manager, Cytec Olean Inc.; Richard Green, Manager, Special Projects, Cytec Industries Inc., Environmental Services Department; Thomas A. Waldman, Esq., Attorney, Cytec Industries Inc., Legal Department.

QUESTION 2: Identify all documents consulted, examined, or referred to in the preparation of the answers to these questions and provide copies of all such documents.

RESPONSE: Corporate records of Cytec Olean Inc. were consulted, including the certificate of incorporation and corporate minutes. (Copies of these documents are attached)

QUESTION 3: If you have reason to believe that there may be persons able to provide a more detailed or complete response to any question or who may be able to provide additional responsive documents, identify such persons.

RESPONSE: Cytec Olean was formed as a corporate entity in 1983. It possesses no records relating to the time period of operation of the Chemical Recovery Systems ("CRS") Site. Immediately after Cytec Olean (then known as Conap, Inc.) was formed, it purchased certain assets of what was then the Conap Division of Wheelabrator-Frye Corporation. On information and belief, Wheelabrator-Frye was subsequently merged into or acquired by Signal Companies. Signal later merged with Allied Chemical to form Allied-Signal, Inc. During recent years, Allied-Signal was acquired by Honeywell, which in turn is currently being acquired by General Electric Company. It is therefore possible that General Electric, Honeywell or Allied Signal may be able to provide documents or information relating to the connection, if any, between what was the Conap Division of Wheelabrator-Frye Corporation and the CRS Site.

QUESTION 4: List the EPA Identification Numbers of the Respondent:

RESPONSE: Cytec Olean does not have an EPA Identification Number. It does possess a New York State Waste Program Identification Number, NYD096297544.

QUESTION 5: Identify the acts or omissions of any person, other than your employees, contractors, or agents, that may have caused the release or threat of release of hazardous substances, pollutants, or contaminants and damages resulting therefrom at the CRS Site.

RESPONSE: Cytec Olean is not aware of any such acts or omissions of such persons.

QUESTION 6: Identify all persons including respondent's employees, who have knowledge or information about the generation, use, treatment, storage, disposal, or other handling of material at or transportation of materials to the Site (operating as Obitts Chemical Company or Chemical Recovery Systems, Inc. at 142 Locust Street, Elyria, Ohio).

RESPONSE: Cytec Olean is not aware of the identity of any such persons.

QUESTION 7: Describe all arrangements that respondent may have or may have had with each of the following companies and persons: a) Obitts Chemical Company; b) Russell Obitts; c) Chemical Recovery

Systems, Inc.; d) Peter Shagena; e) James Freeman; f) James "Jim" Jackson; g) Donald Matthews; h) Bob Spears; i) Bill Bromley; j) Carol Oliver; k) Nolwood Chemical Company, Inc. l) Art McWood; m) Chuck Nolton; n) Michigan Recovery System, Inc.; o) Chemical Recovery Systems of Michigan.

RESPONSE: Cytec Olean is not aware of any such arrangements with any such companies and persons.

QUESTION 8: Set forth the dates during which the Respondent engaged in any of the following activities:

a) Generation of hazardous materials which were sent to the CRS Site; b) transportation of any material to the CRS Site.

RESPONSE: See Cytec Olean's response to Questions 5, 6, and 7 above. Cytec Olean has only existed as an entity since 1983. Given the history of the CRS Site provided by USEPA, it is most unlikely that Cytec Olean ever generated hazardous materials or any materials to the CRS Site.

QUESTION 9: Identify all persons, including yourself, who may have arranged for disposal or treatment, or arranged for transportation for disposal or treatment, of materials, including, but not limited to hazardous substances, at the CRS site. In addition, identify the following:

- a) The persons with whom you or such other persons made such arrangements;
- b) Every date on which such arrangements took place;
- c) For each transaction, the nature of the material or hazardous substance, including the chemical content characteristics, physical state (e.g., solid, liquid), and the process for which the substance was used or the process which generated the substance;
- d) The owner of the material or hazardous substances so accepted or transported;
- e) The quantity of the materials or hazardous substance involved (weight or volume) in each transaction and the total quantity for all transactions;
- f) All tests, analyses, and analytical results concerning the materials;
- g) The person(s) who selected the CRS Site as the place to which the materials or hazardous substances were to be transported;
- h) The amount paid in connection with each transaction, the method of payment and the identity of the person from whom payment was received;
- i) Where the person identified in g. above, intended to have such hazardous substances or materials transported and all evidence of this intent
- j) Whether the materials or hazardous substances involved in each transaction were transshipped through, or were stored or held at, any intermediate site prior to final treatment or disposal;
- k) What was actually done to the materials or hazardous substances once they were brought to the CRS Site;
- l) The final disposition of each of the materials or hazardous substances involved in such transactions;
- m) The measures taken by you to determine the actual methods, means, and site of treatment or disposal of the material and hazardous substance involved in each transaction;
- n) The type and number of containers in which the materials or hazardous substances were contained when they were accepted for transport, and subsequently until they were deposited at the CRS Site, and all markings on such containers;
- o) The price paid for (i) transport, (ii) disposal, or (iii) both of each material and hazardous substance;
- p) All documents containing information responsive to a-o above, or in lieu of identification of all relevant documents, provide copies of all such documents;
- q) All persons with knowledge, information, documents responsive to a-p above.

RESPONSE: See Cytec Olean's response to Question 5, 6, 7, and 8 above.

QUESTION 10: Identify all liability insurance policies held by Respondent from 1960 to the present. In identifying such policies, state the name and address of each insurer and the insured, the amount of coverage under each policy, the commencement and expiration dates of each policy, whether or not the policy contains a "pollution exclusion" clause, and whether the policy covers or excludes sudden, non-sudden or both types of accidents. In lieu of providing this information, you may submit complete copies of all relevant insurance policies.

RESPONSE: Cytec Olean objects to this Question 10 insofar as any request relating to Cytec Olean's ability to pay with respect to the CRS Site is premature. Should this issue become ripe, a list of Cytec Olean's liability insurance policies and other relevant insurance information will be provided upon further request by USEPA.

QUESTION 11: Provide copies of all income tax returns, including supporting schedules, sent to the Federal Internal Revenue service in the last five years.

RESPONSE: Cytec Olean objects to this Question 11 insofar as any inquiry relating to Cytec Olean's ability to pay with respect to the CRS Site is premature. Should this issue become ripe, Cytec Olean will provide sufficient information with respect to its ability to pay in response to further request by USEPA.

QUESTION 12: If the Respondent is a Corporation, respond to the following requests:

- a) Provide a copy of the Articles of Incorporation and By-Laws of the Respondent
- b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission.
- c) Identify all of Respondents current assets and liabilities and the person (s) who currently own(s) and is (are) responsible for such assets and liabilities
- d) Identify the Parent Corporation and all Subsidiaries of the Respondent.

RESPONSE: a) A copy of Cytec Olean's Certificate of Incorporation and By-Laws are attached; b) Cytec Olean objects to this Question 12(b) insofar as any inquiry relative to Cytec Olean's ability to pay with respect to the CRS Site is premature. Should this become ripe, Cytec Olean will provide sufficient information with respect to its ability to pay in response to further request by USEPA. c) See response to Question 12(b); d) Cytec Industries Inc. owns the stock of Cytec Olean Inc. Cytec Olean Inc. has no subsidiaries.

QUESTION 13: If Respondent is a Partnership, respond to the following requests:

- a) Provide copies of the Partnership Agreement;
- b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission;
- c) Identify all of Respondent's current assets and liabilities and the person(s) who currently own(s) or it (are) responsible for such assets and liabilities.
- d) Identify all subsidiaries of the Respondent.

RESPONSE: Not applicable.

QUESTION 14: If Respondent is a Trust, respond to the following requests:

- a) Provide all relevant agreements and documents to support this claim.
- b) Provide Respondent's financial statements for the past five fiscal years, including, but not limited to, those filed with the Internal Revenue Service and Securities and Exchange Commission;
- c) Identify all of Respondent's current assets and liabilities and the person(s) who currently own(s) or it (are) responsible for such assets and liabilities.
- d) Identify all subsidiaries of the Respondent.

RESPONSE: Not applicable.

CERIFICATION

I hereby certify under penalty of law that this document and all attachments were prepared under my direction or supervision and that qualified personnel properly gathered and evaluated the information submitted.

Based upon my inquiry of the person or persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate and complete. I am aware that there are significant penalties for knowingly submitting false information, including fines and imprisonment.

CYTEC INDUSTRIES INC.
By: Thomas A. Waldman 4/30/01
Thomas A. Waldman, Esq.
Attorney, Legal Department
5 Garret Mountain Plaza
West Paterson, New Jersey 07424

Exhibit A

By-Laws
Of
Cytec Olean Inc.
(formerly known as Conap, Inc.)
effective date 3/31/2000

ARTICLE I

Offices

Section 1.01. **Offices.** The registered office of the Corporation in the State of Delaware shall be in the City of Wilmington, County of New Castle.

ARTICLE II

Stockholders

Section 2.01. **Annual Meeting.** The annual meeting of stockholders for the election of directors and the transaction of any other proper business, notice of which is given in the notice of the meeting, shall be held on the second Tuesday of October in each year if not a legal holiday or, if a legal holiday, then on the next succeeding business day.

Section 2.02. **Special Meetings.** Special meetings of the stockholders for any purpose or purposes may be called by any officer or by any member of the Board of Directors to be held at any time.

Section 2.03. **Action Without Meeting.** The stockholders may act without a meeting if, prior or subsequent to such action, each stockholder who would have been entitled to vote upon such action shall consent in writing to such action, and such written consent or consents are filed with the minutes of proceedings of stockholders.

Section 2.04. **Place.** All meetings of the stockholders for the election of directors shall be held in the City of West Paterson, State of New Jersey, at such place as may be fixed from time-to-time by the Board of Directors, or at such other place either within or without the State of Delaware as shall be designated from time-to-time by the Board of Directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2.05. **Notice.** Any meeting of stockholders shall be held upon not less than 10 days' nor more than 60 days' written notice of the time, place and purposes of the meeting. Notice of any meeting need not be given to any stockholder who signs a waiver of such notice, whether before or after the meeting, or attends the meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting.

Section 2.06. **Quorum.** At each meeting of stockholders the presence in person or by proxy of the holders of the shares entitled to cast a majority of the votes shall constitute a quorum.

ARTICLE III

Directors

Section 3.01. **Number; Election; Term of Office.** The number of directors shall be not less than 3 nor more than 7, all of whom shall be at least 21 years of age. Until otherwise fixed by resolution of the stockholders or of the Board of Directors, within the limits specified, the number of directors shall be 3. Directors, except any elected to fill a vacancy, shall be elected at the annual meeting of stockholders. Each director shall hold office until the next annual meeting of stockholders and until his successor is elected and qualified, or until his earlier death, resignation or removal.

Section 3.02. **Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 3.03. **Annual Meeting.** The annual meeting of the Board of Directors for the election of officers and for the transaction of any business shall be held immediately following and at the same place as the annual meeting of stockholders; provided, however, that if, in any year, in lieu of an annual meeting of stockholders, the stockholders act by written consent pursuant to Section 2.03 of these By-Laws, then and in such event the annual meeting of the Board of Directors shall be held at such time and place as shall be specified by the stockholders.

Section 3.04. **Special Meetings.** A special meeting of the Board of Directors may be called at any time by any director for any purpose.

Section 3.05. **Action Without Meeting.** The Board may act without a meeting if, prior or subsequent to such action, each member of the Board shall consent in writing to such action and such written consent or consents are filed with the minutes of the proceedings of the Board.

Section 3.06. **Place.** The annual meeting of the Board of Directors shall be held at the office of the Corporation in the City of West Paterson, State of New Jersey, or at such place as shall be specified by the stockholders pursuant to Section 3.03 of these By-Laws. Special meetings shall be held at such places, within or without the State of New Jersey, as shall be specified in the notice of meeting.

Section 3.07. **Notice.** Annual meetings of the Board of Directors shall be held without notice. Special meetings of the Board shall be held on not less than 24 hours' notice if given personally or by telephone, and not less than 48 hours' notice if given by mail, telegram, telex, telefax or cable. Notice of any special meeting need not be given to any director who signs a waiver or notice, whether before or after the meeting. Attendance of any director at any meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him.

Section 3.08. **Quorum.** At each meeting of the Board of Directors the greater of two directors or one-third of the entire Board shall constitute a quorum.

Section 3.09. **Organization.** At each meeting of the Board of Directors, a director chosen by a majority of the directors present, shall act as Chairman of the meeting. The Secretary, or in his absence an Assistant Secretary, or in the absence of all of such persons any person designated by the Chairman of such meeting, shall act as Secretary thereof.

Section 3.10. **Removal.** Any director may be removed at any time, with or without cause, by the stockholders.

Section 3.11. **Resignations.** Any director may resign at any time by giving written notice of such resignation to the Corporation. Unless otherwise specified in such notice, such resignation shall take effect from the time of its receipt, and acceptance thereof shall not be necessary to make it effective.

Section 3.12. **Vacancies.** Any directorship not filled at the annual meeting and any vacancy, however caused, occurring in the Board of Directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board, or by a sole remaining director.

ARTICLE IV

Committees

Section 4.01. **Committees.** The Board of Directors, by resolution adopted by a majority of the entire Board, may appoint from among its members an Executive Committee and one or more other committees, each of which shall have at least three members and shall have such names, have such powers and perform such duties as may be prescribed by the Board of Directors.

ARTICLE V

Officers

Section 5.01. **Number; Election; Term of Office; Qualification.** The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, a Secretary and such other officers, including a Controller and one or more Assistant Controllers, Assistant Treasurers, and Assistant Secretaries, as the Board of Directors from time-to-time may determine. Each of said officers, except any appointed to fill a vacancy, shall be elected annually by the Board of Directors and shall hold office until the annual meeting of the Board of Directors next succeeding his election and until his successor shall have been elected and qualified. Any officer appointed to fill a vacancy shall serve for the unexpired term of his predecessor. Any two or more offices may be held by the same person but no officer shall execute, acknowledge or verify any corporate instrument on behalf of the Corporation in more than one capacity.

Section 5.02. **Removal.** Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the Board.

Section 5.03. **Resignations.** Any officer may resign at any time by giving notice of such resignation to the Board of Directors or to the President. Unless otherwise specified in such notice, such resignation shall take effect from the time of its receipt and acceptance thereof shall not be necessary to make it effective.

Section 5.04. **Vacancies.** Any vacancy occurring in any office, however caused, may be filled by the Board. In case of the absence or disability of any officer, or for any other reason that the Board of Directors shall deem sufficient, the Board may temporarily delegate any of the powers and duties of such officer to any other officer or to any director.

Section 5.05. **President.** The President shall have the signatory and other powers provided for him in Article VI of the By-Laws, and he shall perform other duties as from time-to-time may be assigned to him by the Board of Directors.

Section 5.06. **Vice Presidents.** Each Vice President shall have such powers and perform such duties as from time-to-time may be assigned to him by the Board of Directors or the President and shall have the signatory and other powers provided for him in Article VI of the By-Laws. In the absence of the President or his inability to act, the Vice President designated from time-to-time by the Board (or in the absence of such designation by the Board, the Vice President designated from time-to-time by the President) for such purpose shall have all the powers and perform all the duties of the President. Subject to and to the extent consistent with any action theretofore or thereafter taken by the Board, the President from time-to-time may delegate any of his powers and duties to any Vice President, such powers and duties to be exercised and performed as the President shall determine.

Section 5.07. **Treasurer.** The Treasurer shall have responsibility for the custody, collection, receipt and disbursement of all funds of the Corporation; shall have responsibility for the custody of all securities of the Corporation; shall cause such funds and securities and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in the depositories of the Corporation; shall have the signatory and other powers provided for him in Article VI of the By-Laws; shall render to the President and Directors such reports of the financial condition of the Corporation and of his transactions as Treasurer as they may require; shall, in general, perform all the duties incident to the office of Treasurer; and shall have such other powers and perform such other duties as may, from time-to-time, be assigned to him by the Board of Directors or the President or such other officer or officers as the Board of Directors or the President may designate, subject to the direction of the President or such other officer or officers. He shall give bond for the faithful discharge of his duties, if a bond is required by the Board, in such sum and with such sureties as the Board may require.

Section 5.08 **Assistant Treasurers.** Each Assistant Treasurer shall have such powers and perform such duties as from time-to-time may be assigned to him by the Board of Directors, the President or the Treasurer and shall have the signatory and other powers provided for him in Article VI of the By-Laws. In the absence of the Treasurer or his inability to act, the Assistant Treasurer from time-to-time designated by the Board (or in the absence of such designation by the Board, the Assistant Treasurer from time-to-time designated by the President) for such purpose shall have all the powers and perform all the duties of the Treasurer. Subject to and to the extent consistent with any action theretofore or thereafter taken by the Board or the President, the Treasurer from time-to-time may delegate any of his powers and duties to any Assistant Treasurer, such powers and duties to be exercised and performed as the Treasurer shall determine.

Section 5.9. **Controller.** The Controller shall maintain or cause to be maintained adequate books and records with respect to all assets, liabilities, and transactions of the Corporation; shall see that adequate audits thereof are currently and regularly made; shall initiate and, in conjunction with other officers and divisional and department managers, enforce measures and procedures whereby the business of the Corporation will be conducted with maximum security, efficiency, and economy; and shall perform such other duties as may be assigned to him by the Board of Directors, the President or such other officer or officers as the Board of Directors or the President may designate, subject to the direction of the President, the Chairman or such other officer or officers.

Section 5.10. **Assistant Controllers.** Each Assistant Controller shall have such powers and perform such duties as from time-to-time may be assigned to him by the Board of Directors, the President or the Controller. He shall exercise such powers and perform such duties subject to the direction of the Controller. In the absence or inability to act of the Controller, the powers and duties of the Controller, except his signatory powers, shall be exercised and performed by the Assistant Controller or Assistant Controllers designated by the Controller.

Section 5.11. **Secretary.** The Secretary shall have responsibility for the recording of all proceedings of the Stockholders and the Board of Directors in a book or books kept for that purpose; shall have custody of the corporate records of the Corporation; shall cause notices of meetings of the Stockholders and the Board of Directors to be given; shall have custody of the corporate seal of the Corporation and cause it to be affixed to all instruments, the execution of which by the Corporation under seal shall have been duly authorized; and shall perform such other duties as from time-to-time may be assigned to him by the Board, the Chairman or the President.

Section 5.12. **Assistant Secretaries.** Each Assistant Secretary shall have such powers and perform such duties as from time-to-time may be assigned to him by the Board of Directors, the President or the Secretary. In the absence of the Secretary or his inability to act, the Assistant Secretary designated from time-to-time by the Board (or in the absence of such designation by the Board or the Assistant Secretary designated from time-to-time by the President) for the purpose shall have all the powers and perform all the duties of the Secretary. Subject to and to the extent consistent with any action theretofore or thereafter taken by the Board or the President, the Secretary from time-to-time may delegate any of his powers and duties to any Assistant Secretary, such powers and duties to be exercised and performed as the Secretary shall determine.

ARTICLE VI

Signatures; Depositories, Checks and Drafts; Representation

Section 6.01. **Signatures.** Any one of (a) the President, (b) any Vice President, (c) the Treasurer, (d) the Assistant Treasurers, or (e) such other individual or individuals so authorized from time-to-time (to the extent so authorized) by an instrument signed by any two of the President, a Vice President or the Treasurer, which is attested by the Secretary or an Assistant Secretary and filed in the Office of the Secretary, are authorized to sign, in the name and on behalf of the Corporation, all contracts, leases, deeds, powers of attorney, bonds, notes, guarantees, receipts, endorsements, acceptances, applications for letters of credit and other corporate obligations or undertakings of the Corporation; provided, however, that any such authorization made pursuant to clause (f) hereof may be amended or terminated by an instrument similarly signed, attested and filed.

Section 6.02. **Depositories, Checks and Drafts.** Any one of the Treasurer or the Assistant Treasurers is authorized to designate depositories for the funds and securities of the Corporation and to open and close accounts with said depositories and any one of the Treasurer or the Assistant Treasurers, when acting jointly with the President, any of the Vice Presidents or the Controller, is authorized to designate in writing the person or persons who may sign or endorse all checks and other instruments relating to the funds and securities of the Corporation; and prescribe the manner of such signature or endorsement and appropriate limitations on the authority of such person or persons to sign or endorse such instruments.

Section 6.03. **Representation at Meetings.** Any one of (a) the President, (b) a Vice President, (c) the Treasurer, (d) the Controller, (e) the Assistant Treasurers, or (f) the Secretary is authorized to represent the Corporation at any meetings of holders of stock or debt obligation of any corporation in which it may own capital stock or debt obligations.

ARTICLE VII

Shares of Stock

Section 7.01. **Certificates.** Certificates representing shares of the stock of the Corporation shall be in such form as shall be approved by the Board of Directors and shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary, and the seal of the Corporation or a facsimile thereof shall be affixed thereto or impressed or printed or engraved thereon; provided, however, that if such certificates are signed by a transfer agent and registered by a registrar, such signatures may be facsimiles, engraved or printed. Any certificate signed by, or bearing the facsimile signature of, an officer who shall have ceased to be such prior to the issuance of such certificate may be issued by the Corporation with the same effect as if such officer had not ceased to be such at the date of issuance of such certificate.

Section 7.02. **Record Dates; Closing Transfer Books.** The Board of Directors may fix, in advance, a date, not more than 60 days nor less than 10 days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect; as a record date for the determination of the stockholders entitled to notice of, and to vote at any such meeting, or entitled to receive payment of any such dividend, or any such allotment of rights, or to exercise the rights in respect to any such change, conversion or exchange of capital stock; and in such case only stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, or to receive payment of such dividend, or allotment of rights, or exercise of such rights, as the case may be, and notwithstanding any transfer of any stock on the books of the Corporation after any such record date so fixed as aforesaid. In lieu of so fixing a record date the Board may close the stock transfer books for a period not exceeding 60 days preceding any of such dates.

Section 7.03. **Transfer Agent; Registrar.** The Board of Directors may appoint one or more transfer agents and registrars and may require all certificates to bear the signatures thereof.

Section 7.04. **Lost, Stolen and Destroyed Certificates.** The Board of Directors may make such rules and take such action as it shall deem expedient relating to the issuance of certificates in lieu of certificates claimed to have been lost, stolen or destroyed or, in lieu of the issuance of such certificates, providing for the delivery of such other security, property or money then called for by, or exchangeable for, the original certificates, without the surrender thereof.

ARTICLE VIII

Corporate Seal

Section 8.01. **Corporate Seal.** The corporate seal shall be circular in form and shall contain the name of the corporation.

ARTICLE IV

Amendment

Section 9.01. **Amendment.** These By-Laws may be amended, altered, added to or repealed by the stockholders or by the Board of Directors. Any By-Law made, altered, amended or repealed by the stockholders may be amended by the Board, unless the resolution of the stockholders adopting such By-Laws expressly reserves to the stockholders the right to amend or repeal it.

ARTICLE X

Effect of By-Laws

Section 10.01. **Force and Effect of By-Laws.** These By-Laws are subject to the provisions of the Delaware General Corporation Law and the Corporation's Certificate of Incorporation, as it may be amended from time-to-time. If any provision in these By-Laws is inconsistent with a provision in that Act or the Certificate of Incorporation, the provision of that Act or the Certificate of Incorporation shall govern.

State of Delaware



Office of Secretary of State

I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF CONAP, INC. FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1983, AT 12 O'CLOCK P.M.

|||||||

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

AUTHENTICATION: 10062631

DATE: 09/08/1983

732510014

CERTIFICATE OF INCORPORATION

OF

CONAP, INC.

1. The name of the corporation is:

CONAP, INC.

2. The address of its registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) all of such shares shall be without par value.

5. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by ballot.

6. The name and mailing address of the incorporator is:

L. M. Custis
100 West Tenth Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of September, 1983.

L. M. Custis

L. M. Custis

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CONAP, INC.", CHANGING ITS NAME FROM "CONAP, INC." TO "CYTEC OLEAN INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2000, AT 4:30 O'CLOCK P.M.

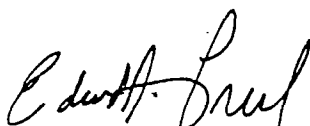
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2016578 8100

001161641


Edward J. Freel, Secretary of State

AUTHENTICATION:

0350457

DATE:

03-30-00

CERTIFICATE OF AMENDMENT
OF
CONAP, INC.

CONAP, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of CONAP, INC., by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and notifying the sole stockholder of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the corporation be amended, effective as of March 31, 2000, by changing the First Article thereof so that, as amended, said Article shall be and read effective as of such date as follows:

"1. The name of the corporation is Cytec Olean Inc."

SECOND: That thereafter, the sole stockholder of said corporation, by written consent, duly adopted the amendment.

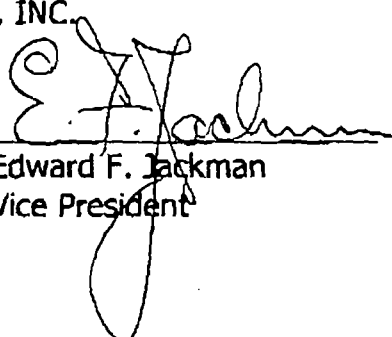
THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said CONAP, INC. has caused this certificate to be signed by Edward F. Jackman, its Vice President, and attested by Edward F. Malone, its Assistant Secretary, as of this 29th day of March, 2000.

CONAP, INC.


By:

mha


Edward F. Jackman
Vice President

ATTEST:

By:


Edward F. Malone
Assistant Secretary

From: STACEY ANDRETTA (973)357-3137
CYTEC INDUSTRIES INC
5 GARRET MOUNTAIN PLAZA

SHIPPER'S FEDEX ACCOUNT #

**FedEx.**

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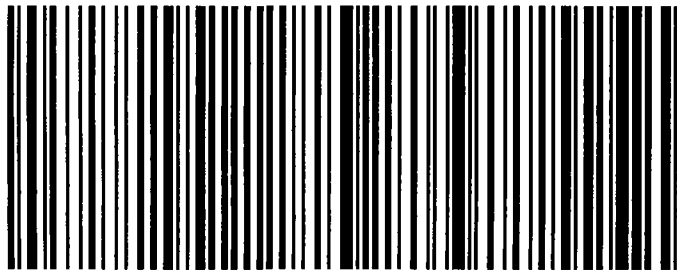
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